



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JUNE 2, 2000

6109-952-2

CSC NETWORKS
700 S 2ND ST
SPRINGFIELD, IL 62704

RE VOICESTREAM PCS II CORPORATION

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

Jesse White

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF VOICESTREAM PCS II CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 2ND day of JUNE A.D. 2000 and of the Independence of the United States the two hundred and 24TH .



Jesse White

Secretary of State

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

JUN 2 2000

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 06-02-00
License Fee \$
Franchise Tax \$ 6,997.49
Filing Fee \$ 75.00
Penalties \$ 826.20
Approved: nr \$ 7,898.69

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: VoiceStream PCS II Corporation

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: 5-19-95

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:
(If none, so state)

3050 131st Ave SE, Suite 200
Bellevue WA 98006

None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent	Illinois Corporation Service Company		
	First Name	Middle Name	Last Name
Registered Office	700 South Second Street		
	Number	Street	Suite #
	Springfield	62704	Sangamon
	City	Zip Code	County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Arizona Delaware Idaho New Mexico Oregon Texas Washington
Colorado Hawaii Nebraska Nevada South Dakota Utah Wyoming

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President				
Secretary				
Director				
Director	See attached officers/directors rider			
Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

Wireless Telecommunications

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		.001	3,000	1,000

9. Paid-in Capital: \$ 157,000,000
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 535,000,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 15,000,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 82,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 1,500,000

11. Interrogatories: (Important — this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 3650 131st Ave SE Suite 200 Bellevue WA 98006
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 1,000
- (d) Is the corporation transacting business in this state at this time? Yes, as of 4-1-00
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 04-10- '00 VoiceStream PCS II Corporation
(Month & Day) (Year) (Exact Name of Corporation)

attested by [Signature] [Signature]
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Lee A. Tostevin by David A. Miller
(Type or Print Name and Title) (Type or Print Name and Title)

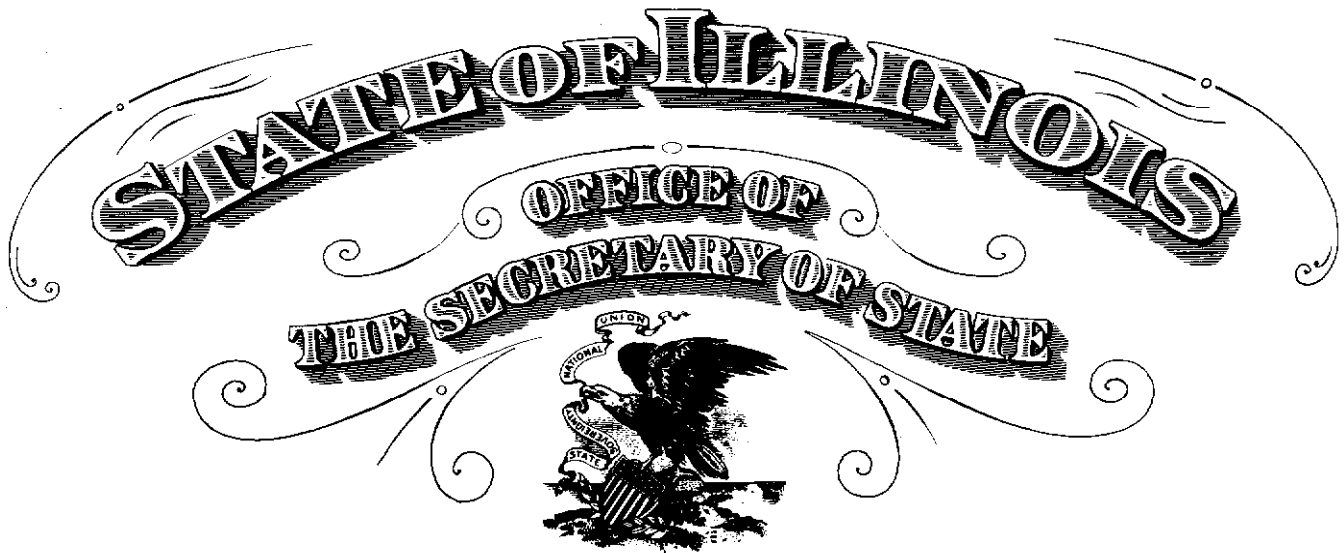
* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) list ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

VoiceStream PCS II Corporation

Officers and Directors

John W. Stanton Chairman and Chief Executive Officer	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Donald Guthrie, Director Vice Chairman	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Robert R. Stapleton President	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Cregg B. Baumbaugh, Director Executive Vice President - Finance, Strategy and Development	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Alan R. Bender, Director Executive Vice President, General Counsel and Secretary	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Robert P. Dotson Senior Vice President - Marketing and Sales	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Timothy R. Wong Senior Vice President - Engineering	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Patricia L. Miller Vice President, Controller and Principal Accounting Officer	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
David A. Miller Vice President and Assistant Secretary	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Lauren Venezia Vice President	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Lee A. Tostevin Assistant Secretary	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

VOICESTREAM PCS II CORPORATION, INCORPORATED
IN THE STATE OF DELAWARE AND LICENSED TO TRANSACT BUSINESS IN THIS
STATE ON JUNE 2, 2000, APPEARS TO HAVE COMPLIED WITH ALL THE
PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING
TO THE PAYMENT OF FRANCHISE TAXES, AND IS AT THIS TIME A FOREIGN
CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN
THE STATE OF ILLINOIS*****



*In Testimony Whereof, I, hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 7TH
day of JUNE A.D. 2000.*

Jesse White

SECRETARY OF STATE